



RANDON S.A. Implementos e Participações

Publicly-Held Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 748 of the Board of Directors` Meeting

DATE, TIME AND VENUE: June 26, 2013, at 4:00 PM, at the Company`s headquarters located at Av. Abramo Randon, 770, in Caxias do Sul, RS.

PARTICIPANTS: Most members of the Board of Directors.

PRESIDING BOARD: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary.

RESOLUTIONS: In accordance with the Agenda of the Day, to all known, and aiming to meet a requirement from the Office of the General Inspector of Justice (IGJ) of the Province of Santa Fe, Republic of Argentina, that the minority shareholders of Argentinean companies, based in that province, must hold at least 5% of the shares representing their capital stock, the members of the Board of Directors decided to authorize the Executive Board to take the necessary measures to dispose, through sale, 1,858 shares issued by the controlled company Randon Argentina S.A., an Argentinean company located in the city of Alvear , Argentin. Such shares will be sold to the controlled company Fras-le Argentina S.A., based in Called 109, no. 2755, in the city of San Martin, B1650NHF, Province of Buenos Aires, Argentina, at the total price of \$ 2,255,277.87 (two million, two hundred and fifty-five thousand, two hundred and seventy-seven thousand Argentinean pesos and eighty-seven cents), equivalent to R\$ 909.779,09 (nine hundred and nine thousand, seven hundred and seventy nine dollars and nine cents), according to their equity value recorded in the Financial Statements ended May 31, 2013. The managers of Randon Argentina S.A. are authorized to take the measures that are necessary to validate the transfer of the shares under this authorization, also before the competent authorities, where appropriate. The Board members Hugo Eurico Irigoyen Ferreira and Célia Maria Xavier Larichia have sent, in writing, by e-mail, their manifestation of agreement with the decisions contained in these minutes. CLOSURE: There being no other matters to address, these minutes were drawn up, read, approved and signed by the Board of Directors members. Caxias do Sul, June 26, 2013.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho